

EXHIBIT C



July 27, 2004

VIA FACSIMILE AND
REGULAR U.S. MAIL

James Walle, Esq.
Delphi Corporation
5825 Delphi Drive
Mailcode 480-410-166
Troy, Michigan 48098

For discussion purposes only. Under Evidence Rule 408 and other applicable standards, this correspondence is not to be considered as evidence, admissions or for any purposes other than discussion of resolution of this matter.

Re: **Audrey Huston, 10591 Engle Road, Vandalia, Ohio 45377**

Dear Mr. Walle:

This law firm represents the Huston family in connection with Delphi's many years of contaminating their property, including, most significantly, their groundwater supply. I am aware of Delphi's prior offer to purchase the Huston property at a value reflecting a contaminated residential use of the property. I also am aware of John Dane's appraisal of \$300,000 for a commercial use of the land and that the property zoning permits a commercial buyer. I have personally visited the property and there is little question that commercial use would be the highest and best use given its proximity to the highway and other industrial and commercial operations.

We have been hired to file suit against Delphi in the event this matter cannot be promptly resolved. Audrey Huston has been forced from her property and is unable to sell the property at 10591 Engle Road because of the fact that she would clearly need to disclose the many years of contamination.

Accordingly, I would repeat the offer to permit Delphi to purchase the property for the amount of \$300,000. This offer will remain open until August 12, 2004. If you have any questions in the meantime, please do not hesitate to call me.

Very truly yours,

Rex H. Elliott

RHE/lis

cc: Mr. Glenn Howarth, Director of Environmental Services
Mrs. Audrey Huston
Donald H. Chapin, Esq.